

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
<u>In re</u>	: Chapter 11 Case No.
BEARINGPOINT, INC., <u>et al.</u> ,	: 09 - 10691 (REG)
Debtors.	: (Jointly Administered)
-----X	

FINAL ORDER PURSUANT TO SECTIONS 105(a), 345(b), 363(c) AND 364(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004 (A) AUTHORIZING DEBTORS TO (i) CONTINUE TO USE EXISTING CASH MANAGEMENT SYSTEM, (ii) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE OF THE CASH MANAGEMENT SYSTEM, AND (iii) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS; (B) EXTENDING TIME TO COMPLY WITH OR WAIVING THE REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE

Upon the motion (the “*Motion*”), dated February 18, 2009 (the “*Commencement Date*”), of BearingPoint, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “*Debtors*”), pursuant to sections 105(a), 345(b), 363(b), 363(c) and 364(a) of chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), (A) for authorization to (i) continue to use the Debtors’ centralized cash management system, as modified (the “*Cash Management System*”), (ii) honor certain prepetition obligations related to the Cash Management System, and (iii) maintain and utilize existing bank accounts (the “*Bank Accounts*”) and business forms (the “*Business Forms*”); and (B) for an extension time to comply with the requirements of section 345(b) of the Bankruptcy Code; all as more fully described in the Motion; and a hearing having been held to consider the relief requested in the Motion on an interim basis (the “*Interim Hearing*”); and the Court having entered an order on February 19, 2009 granting the Motion on an interim basis, with the

appearances of all interested parties noted in the record of the Interim Hearing; and upon the Declaration of John DeGroote Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed contemporaneously with the Motion, the record of the Interim Hearing, and all of the proceedings before the Court, the Court finds and determines the following:

(a) Consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).

(b) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

(c) The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 of the United States District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.).

(d) The Debtors have provided due and proper notice of the Motion and Hearing to (i) the Office of the United States Trustee for the Southern District of New York (Attn: Serene Nakano, Esq.), (ii) Paul, Hastings, Janofsky & Walker LLP, Park Avenue Tower, 75 East 55th Street, First Floor, New York, New York 10022 (Attn: Luc Despins, Esq. and Leslie A. Plaskon, Esq.), as counsel for Wells Fargo Foothill, LLC, the administrative agent for the Debtors' prepetition secured lenders, (iii) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036-8704 (Attn: Mark R. Somerstein, Esq. and Mark I. Bane, Esq.), as counsel for the informal committee of holders of the BearingPoint Inc. 2.50% Series A Convertible Subordinated Debentures Due December 15, 2024 (the “*Series A Debentures*”) and the BearingPoint, Inc. 2.75% Series B Convertible Subordinated Debentures Due December 15, 2024 (the “*Series B Debentures*”), (iv) Bracewell & Giuliani LLP, 1177 Avenue of the Americas, 19th Floor, New York, New York, 10036-2714 (Attn: Mark B. Joachim, Esq. and

Robert T. Carey, Esq.), as counsel for the informal committee of holders of the BearingPoint, Inc. 5.00% Convertible Senior Subordinated Debentures Due 2025 (the “*Series C Debentures*”), (v) The Bank of New York, 101 Barclay Street, 8W, New York, New York 10286 (Attn: Corporate Trust Division – Corporate Finance Unit), as trustee under the indentures governing the Series A Debentures, the Series B Debentures, and the Series C Debentures, (vi) Friedman Fleischer & Lowe LLC, One Maritime Plaza, Suite 1000, San Francisco, California 94111 (Attn: Spencer C. Fleischer), as representative of the purchasers (the “*Purchasers*”) under the BearingPoint, Inc. 0.50% Convertible Senior Subordinated Debentures Due July 2010, (vii) Bingham McCutchen LLP, 299 Park Avenue, New York, New York 10022 (Attn: Neil W. Townsend, Esq.), as counsel for the Purchasers, and (viii) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis) (collectively, the “*Notice Parties*”) and no further notice is necessary.

(e) The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

(f) The relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as provided in Rule 6003 of the Bankruptcy Rules, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest.

(g) Nothing herein (i) limits, or in any way affects, the Debtors’ ability to dispute any claim or (ii) waives the Debtors’ rights to contest any invoice or other claim of the Banks under applicable nonbankruptcy law.

(h) Nothing contained in the Motion or in this Order (i) constitutes an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party or (ii) requires the Debtors to make any of the payments authorized herein.

Therefore, it is hereby ORDERED that:

1. The Motion is hereby granted to the extent set forth herein.
2. The Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors prior to the commencement of their chapter 11 cases, as modified by this Order, and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany transfers of funds.
3. The Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts, including but not limited to the Bank Accounts with those banks (the “**Banks**”) listed on Exhibit 1 annexed hereto, in the names and with the account numbers existing immediately prior to the commencement of their chapter 11 cases, (ii) deposit funds into and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated transfers and other debits, and (iii) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts.
4. The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the Commencement Date.
5. Except as otherwise provided in this Order, all financial institutions in which the Debtors maintain the Bank Accounts as of the commencement of their chapter 11 cases are authorized and directed to continue to maintain, service, and administer such Bank Accounts without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be; provided, however, that nothing contained herein shall authorize any

such financial institution to honor any check, draft, wire, or other transfer issued or dated prior to the Commencement Date, except as otherwise provided by further order of this Court; provided, however, that any such financial institution may rely on the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to an order of this Court, and such bank shall not have any liability to any party for relying on such representation by the Debtors as provided for herein.

6. The Debtors' shall have a 30-day extension (or such additional time to which the U.S. Trustee may agree), without prejudicing their ability to seek further extensions, of the time period to either comply with section 345(b) of the Bankruptcy Code or to make other arrangements that would be acceptable to the U.S. Trustee, and the Debtors are relieved from the obligations pursuant to section 345(b) of the Bankruptcy Code to obtain a bond from any entity for any of the other Bank Accounts.

7. Nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s), as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors' requests to open or close, as the case may be, such Bank Accounts or additional bank accounts.

8. Pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary operation of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing.

9. The Debtors are authorized to use their existing Business Forms, including, check stock, provided, however, that within seven days after the Commencement Date

the Debtors shall print “Debtor In Possession” and the chapter 11 case number under which these cases are being jointly administered on any new check stock.

10. The Debtors are authorized, but not directed, to pay prepetition amounts outstanding as of the Commencement Date, if any, owed to the Banks as service charges for the maintenance of the Cash Management System.

11. Notwithstanding any thing to the contrary herein, the transfer of funds to non-debtor entities shall not affect the priority or validity of any liens thereon or the Debtors’ right to contest the priority or validity of any such liens.

12. Notwithstanding any applicability of Bankruptcy Rules 6004(h),¹ 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. Nothing herein shall be construed (i) to limit, or in any way affect, the Debtors’ ability to dispute any claim, or (ii) as a waiver by any of the Debtors of their rights to contest any invoice or other claim of the Banks under applicable nonbankruptcy law;

14. Nothing contained in the Motion or in this Order shall be deemed to constitute an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party or to require the Debtors to make any of the payments authorized herein.

15. Notwithstanding the relief granted herein, the Debtors reserve all rights under sections 547 and 548 of the Bankruptcy Code.

¹ Bankruptcy Rule 6004(h) is an interim bankruptcy rule adopted pursuant to standing General Order M-308 of the United States Bankruptcy Court for the Southern District of New York, signed on October 11, 2005 by Chief Judge Stuart M. Bernstein.

16. Pursuant to Bankruptcy Rule 6004(h), this Order shall be effective immediately upon entry, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

17. Any such responses or objections shall be in writing, filed, and served in accordance with any case management order entered in these chapter 11 cases.

18. The Debtors shall serve this Order within three business days of its entry on the Notice Parties.

19. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: **March 13**, 2009
New York, New York

S/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Debtors' Bank Accounts

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint Americas, Inc.	Banco de Bogotá	Calle 36 No. 4 – 47 Piso 12 Bogotá, Colombia 3328218 / 3383278	Daily Operations / Payments	4510
BearingPoint Puerto Rico, LLC	Citibank, New York	1400 Broadway New York, NY 10018 - 2381	Shell	3224
BearingPoint Southeast Asia LLC	Bank of America – Taipei Branch	43/F/48/F, Taipei 101 Tower No. 7 Xin Yi Road, Sec. 5 11049 Taiwan	Daily Operations / Payments	9019
BearingPoint Southeast Asia LLC	Bank of America – Taipei Branch	43/F/48/F, Taipei 101 Tower No. 7 Xin Yi Road, Sec. 5 11049 Taiwan	Daily Operations / Payments	9035
BearingPoint Technology Procurement Services, LLC	Citibank – Delaware	388 Greenwich Street New York, NY 10013	Payroll	9129
BearingPoint Technology Procurement Services, LLC	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	Lockbox	5788
BearingPoint Technology Procurement Services, LLC	PNC Bank	Two Tower Center Blvd., 23rd Floor East Brunswick, NJ 08816	Accounts Payable	9814
BearingPoint USA, Inc.	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	Lockbox	2629
BearingPoint, Inc.	Bank of America	355 Madison Ave., 4th Fl. New York, NY 10017	Other	5962
BearingPoint, Inc.	Bank of New York	500 Ross Street Pittsburgh, PA 15262	Benefits	3100
BearingPoint, Inc.	Bank of New York	500 Ross Street Pittsburgh, PA 15262	Benefits	3100
BearingPoint, Inc.	Citibank – Delaware	388 Greenwich Street New York, NY 10013	Payroll	3683
BearingPoint, Inc.	Citibank – New York	P.O. Box 19748 Washington, D.C. 20036	Petty Cash	3480

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	2993
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3048
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3056
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	Concentration	3072
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3195
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3232
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3339
BearingPoint, Inc.	Goldman Sachs	71 South Wacker Drive, Suite 500 Chicago, IL 60606	Overnight Investments	7238
BearingPoint, Inc.	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	Lockbox	9221
BearingPoint, Inc.	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	Tax Payments	2172
BearingPoint, Inc.	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	Lockbox	5760
BearingPoint, Inc.	Mellon Bank	500 Ross Street Pittsburgh, PA 15262	E-Commerce	3905
BearingPoint, Inc.	PNC Bank	Two Tower Center Blvd., 23rd Floor East Brunswick, NJ 08816	Money Market	2268

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint, Inc.	SunTrust	P.O. Box 622227 Orlando, FL 32862-2227	Petty Cash	9360
BearingPoint, Inc.	Afghanistan International Bank	AIB Head Office,1608 Behind Amani High School Wazir Akbar Khan P.O. Box No.2074 Kabul, Afghanistan	Imprest	8417
BearingPoint, Inc.	Afghanistan International Bank	AIB Head Office,1608 Behind Amani High School Wazir Akbar Khan P.O. Box No.2074 Kabul, Afghanistan	Imprest	8425
BearingPoint, Inc.	Afghanistan International Bank	AIB Head Office,1608 Behind Amani High School Wazir Akbar Khan P.O. Box No.2074 Kabul, Afghanistan	Imprest	8414
BearingPoint, Inc.	Afghanistan International Bank	AIB Head Office,1608 Behind Amani High School Wazir Akbar Khan P.O. Box No.2074 Kabul, Afghanistan	Imprest	8422
BearingPoint, Inc.	Uninbank Commercial Bank	Unavailable	Imprest	USD01
BearingPoint, Inc.	Raifferisen Bank dd BIH, Sarajevo, Bosnia-Herzegovina	RAIFFEISEN BANK d.d. BiH, Danijela Ozme 3, 71000 Sarajevo, BiH	Imprest	1100
BearingPoint, Inc.	Raifferisen Bank dd BIH, Sarajevo, Bosnia-Herzegovina	RAIFFEISEN BANK d.d. BiH, Danijela Ozme 3, 71000 Sarajevo, BiH	Imprest	1100
BearingPoint, Inc.	Bank of Cyprus, Cyprus	86-88-90 Phaneromeni Str, 1011 Nicosia, Cyprus	Imprest	6100
BearingPoint, Inc.	Bank of Cyprus, Cyprus	86-88-90 Phaneromeni Str, 1011 Nicosia, Cyprus	Imprest	4806
BearingPoint, Inc.	Citibank, New York	1400 Broadway New York, NY 10018 - 2381	Imprest	8375

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint, Inc.	Commercial International Bank, Cairo, Egypt	49 Muhammad Izz el Arab St. Garden City, Cairo, Egypt	Imprest	0331
BearingPoint, Inc.	Commercial International Bank, Cairo, Egypt	49 Muhammad Izz el Arab St. Garden City, Cairo, Egypt	Imprest	0196
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9001
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9028
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9036
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9109
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9206
BearingPoint, Inc.	Citibank, Amman, Jordan	P.O. Box No. 5055 Amman, Jordan	Imprest	9214
BearingPoint, Inc.	Raiffeisen Bank of Kosovo, Pristine, Kosovo	UCK Street51, 10000 Pristina, Kosovo	Imprest	3203
BearingPoint, Inc.	DemirKyrgystan International Bank, Kyrgystan	Kyrgyz Republic Bishkek 720001 Chui Avenue 245 Kyrgystan	Imprest	2057
BearingPoint, Inc.	DemirKyrgystan International Bank, Kyrgystan	Kyrgyz Republic Bishkek 720001 Chui Avenue 245 Kyrgystan	Imprest	2057

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint, Inc.	Podgoricka Banka ad Podgorica, Serbia and Montenegro	Podgoricka banka Societe Generale Group Novaka Miloševa 8a, 81000 Podgorica, Montenegro	Imprest	0690
BearingPoint, Inc.	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	Imprest	5944
BearingPoint, LLC	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	Wire	3187
BearingPoint, LLC	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3275
BearingPoint, LLC	Citibank – New York	1400 Broadway New York, NY 10018 - 2381	E-Commerce	3363
BearingPoint, LLC	PNC Bank	Two Tower Center Blvd. East Brunswick, NJ 08816	Trust	5672
BearingPoint, LLC	PNC Bank	Two Tower Center Blvd., 23rd Floor East Brunswick, NJ 08816	Accounts Payable	0453
BearingPoint, LLC	PNC Bank	Two Tower Center Blvd., 23rd Floor East Brunswick, NJ 08816	ACH Payments	2977
BearingPoint, LLC	Turkish Bank	92 Girne Caddesi Nicosia, Mersin 10 Turkey	Imprest	1029
BearingPoint, LLC	Turkish Bank	92 Girne Caddesi Nicosia, Mersin 10 Turkey	Imprest	1048
BearingPoint, LLC	Turkish Bank	92 Girne Caddesi Nicosia, Mersin 10 Turkey	Imprest	2365
BearingPoint, LLC	Citibank, Nairobi, Kenya	P.O.Box No - 30711 00100 Citibank House, Upper Hills Road, Nairobi, Kenya	Imprest	1001
BearingPoint, LLC	Citibank, Nairobi, Kenya	P.O.Box No - 30711 00100 Citibank House, Upper Hills Road, Nairobi, Kenya	Imprest	1015

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
BearingPoint, LLC	Citibank, Moscow, Russia	Unavailable	Imprest	8008
BearingPoint, LLC	Citibank, Moscow, Russia	Unavailable	Imprest	8016
BearingPoint, LLC	Citibank, Moscow, Russia	Unavailable	Imprest	8024
BearingPoint, LLC	Citibank, Moscow, Russia	Unavailable	Imprest	2006
BearingPoint, LLC	Citibank, Moscow, Russia	Unavailable	Imprest	2014
BearingPoint, LLC	Citibank, Nairobi, Kenya	P.O.Box No - 30711 00100 Citibank House, Upper Hills Road, Nairobi, Kenya	Imprest	1023
BearingPoint, LLC	Citibank, Nairobi, Kenya	P.O.Box No - 30711 00100 Citibank House, Upper Hills Road, Nairobi, Kenya	Imprest	1031
BearingPoint, LLC	Kenya Commercial Bank, Kenya	Sudan Liaison Manager Kencom House 4th Floor Nairobi, Kenya.	Imprest	0925
BearingPoint, LLC	Kenya Commercial Bank, Sudan	P.O.Box 47 Juba, Southern Sudan	Imprest	3972
BearingPoint, LLC	Kenya Commercial Bank, Sudan	P.O.Box 47 Juba, Southern Sudan	Imprest	3710
BearingPoint, LLC	Turkiye IS Bankasi A.S.	Unavailable	Imprest	8090
BearingPoint, LLC	Turkiye IS Bankasi A.S.	Unavailable	Imprest	8400
BearingPoint, LLC	Turkiye IS Bankasi A.S.	Unavailable	Imprest	1645
BearingPoint, LLC	Turkiye IS Bankasi A.S.	Unavailable	Imprest	0509
BearingPoint, LLC	Turkiye IS Bankasi A.S.	Unavailable	Imprest	4220

Debtor	Bank Name	Address	Account Type	Last Four Digits of Account Number
Softline Consulting & Integrators, Inc.	Union Bank of California	2001 Wilshire Dr. Santa Monica, CA 90404	Shell	1688
BearingPoint Global Operations, Inc.	HDFC Bank Ltd., New Delhi, India	H-69, Outer Circle Connaught Place New Delhi-110 001 India	Imprest	0179
BearingPoint Global Operations, Inc.	JSC SB "RBS (Kazakhstan)"	JSC - 45 Khadzhy Mukan Street, 050059 Almaty Republic of Kazakhstan	Imprest	5893
BearingPoint Global Operations, Inc.	JSC SB "RBS (Kazakhstan)"	JSC -45 Khadzhy Mukan Street, 050059 Almaty Republic of Kazakhstan	Imprest	5893
BearingPoint Global Operations, Inc.	Raiffesensbank, Belgrade, Serbia	Bulevar Zorana Djindjica 64a 11070, Belgrade, Serbia	Imprest	1538
BearingPoint Global Operations, Inc.	Raiffesensbank, Belgrade, Serbia	Bulevar Zorana Djindjica 64a 11070, Belgrade, Serbia	Imprest	1105
BearingPoint Global Operations, Inc.	OJSC "Tajiksodirotbonk, " Dushanbe, Tajikistan	Republic of Tajikistan,734013, Dushanbe, Bekhzod 47 str	Imprest	1288
BearingPoint Global Operations, Inc.	OJSC "Tajiksodirotbonk, " Dushanbe, Tajikistan	Republic of Tajikistan,734013, Dushanbe, Bekhzod 47 str	Imprest	1288
BearingPoint Global Operations, Inc.	Uninbank Commercial Bank	Unavailable	Imprest	ZN63
BearingPoint Global Operations, Inc.	Uninbank Commercial Bank	Unavailable	Imprest	SD63
BearingPoint Israel, LLC	U Bank, Isreal	Unavailable	Imprest	Unknown